

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR  
PROTECTION CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation  
of Bernard L. Madoff Investment Securities LLC,  
and Bernard L. Madoff,

Plaintiff,

v.

ALPHA PRIME FUND LIMITED, et al.,

Defendants.

Adv. Pro. No. 09-01364 (SMB)

**APPELLEES' COUNTER-DESIGNATION OF ITEMS  
TO BE INCLUDED IN THE RECORD ON APPEAL**

Appellees HSBC Bank plc, HSBC Securities Services (Luxembourg) S.A., HSBC Bank Bermuda Limited, HSBC Fund Services (Luxembourg) S.A., HSBC Private Bank (Suisse) S.A., HSBC Private Bank Holdings (Suisse) S.A., HSBC Bank (Cayman) Limited, HSBC Securities Services (Bermuda) Limited, HSBC Bank USA, N.A., HSBC Institutional Trust Services (Bermuda) Limited, HSBC Securities Services (Ireland) Limited, HSBC Institutional Trust Services (Ireland) Limited, and HSBC Holdings plc (collectively, the "HSBC

Defendants”), by and through their undersigned counsel, respectfully submit, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Bankruptcy Rules for the Southern District of New York, their counter-designation of items to be included in the record on appeal with respect to the appeal by Irving H. Picard (the “Trustee”), as trustee of the substantively consolidated estate of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act (“SIPA”), 15 U.S.C. §§ 78aaa, et seq., and Bernard L. Madoff, individually, in the above captioned adversary proceeding (the “Adversary Proceeding”) of the Stipulated Final Order Granting Motion to Dismiss Complaint (the “Final Judgment”) before the United States Court of Appeals for the Second Circuit.

**COUNTER-DESIGNATION OF ITEMS TO BE  
INCLUDED IN THE RECORD ON APPEAL<sup>1</sup>**

1. All items designated or to be designated by any other appellant, cross-appellant, appellee, or cross-appellee to any of the appeals or cross-appeals from the Final Judgment, including, without limitation, the items designated in the Designation by Appellants of Items to Be Included in the Record on Appeal (ECF Nos. 450, 452)<sup>2</sup>;
2. The Certification of Direct Appeal to Court of Appeals (ECF. No. 454); and
3. Letter on Behalf of the Subsequent Transferee Defendants in Response to Mr. Sheehan’s Letter dated April 7, 2016 (Secs. Inv. Protection Corp. v. Bernard L. Madoff Inv. Secs., LLC, Adv. Pro. No. 08-01789 (SMB), ECF No. 13070).

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<sup>1</sup> Items designated include all exhibits and submissions attached thereto and, as to hearing transcripts, any and all documents admitted into evidence.

<sup>2</sup> Unless otherwise specified, citations to (ECF No. \_\_\_\_ ) refer to docket entries from Picard v. Alpha Prime Fund Limited, Adv. Pro. No. 09-01364 (SMB) (Bankr. S.D.N.Y.).

**RESERVATION OF RIGHTS**

The HSBC Defendants expressly reserve the right to supplement the record on appeal or cross-appeal and to adopt the designation of any items designated or counter-designated by any other appellant, cross-appellant, appellee, or cross-appellee to any of the appeals or cross-appeals from the Final Judgment.

Dated: April 11, 2017  
New York, New York

Respectfully submitted,

By: /s/ Thomas J. Moloney  
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